

PC PRODUCTS INDIA LIMITED

(Formerly Known as Jayavant Industries Limited)

Regd Off: 4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad – 500 027 (Telangana)

Website: pcproductslimited.com

Email ID: pcproductsindia@gmail.com

Mobile: +91 – 90300 57370

CIN: L85110TG1996PLC099198

NOTICE – POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below be passed by the Members through Postal Ballot or Electronic Voting (E-Voting).

The Explanatory Statement pertaining to the appended resolutions setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form for your consideration.

The Board of Directors of the Company has appointed **Mr. Pavan Kankani, Company Secretary in Whole-time Practice, (Membership No. F-7432, CP No.7643)** to act as **Scrutinizer** for conducting the Postal Ballot and E-Voting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed postal ballot form(s) should reach the Scrutinizer not later than 17.30 Hours IST on Thursday, 29/09/2016 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for E-Voting as per the facilities arranged by the Company are requested to read carefully the instructions in the Notes under the Section – Voting through Electronic Means. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his or her report to the Chairman of the Company after the completion of the scrutiny of the Postal Ballots. The result of Postal Ballot shall be declared on or before Monday, 03/10/2016 and shall be communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at **www.pcproductslimited.com**

The date of declaration of results of the Postal Ballot i.e. on or before Monday, 03/10/2016 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

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1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Section 13 and Section 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the Authorized Share Capital of the Company be and is hereby increased from Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 13,00,00,000/- (Rupees Thirteen Crores only) divided into 1,30,00,000 (One Crores and Thirty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof the following as new Clause V:

V. The Authorized Capital of the Company is 13,00,00,000 (Rupees Thirteen Crores only) divided into 1,30,00,000 (One Crore Thirty Lakhs only) Equity Shares of Rs 10/- (Ten only) each with a power to increase or reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as they may for the time being be provided by the Articles of Association of the Company.

FURTHER RESOLVED THAT Mr. Devender Kumar Rathi, Whole-time Director (DIN: 06666011) of the Company be and is hereby authorized to take all such necessary steps/actions as may be deemed expedient to give effect to this resolution including signing all such necessary documents as may be required in this regard.

2. TO AUTHORIZE BOARD OF DIRECTORS TO MAKE THE INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to Invest/ Acquire Securities of any Body Corporate by way of subscription, purchase from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an **Amount Not Exceeding INR 15,00,00,000 (Rupees Fifteen Crores Only)** notwithstanding that the aggregate of the investments so far made or to be made exceed the limits/will exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively "transactions") including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.

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3. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS (SWAP) FOR ACQUISITION OF M/S. KRISANI BIO SCIENCES PRIVATE LIMITED:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

RESOLVED THAT in terms of Sections 42 and 62 (1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and Listing Agreement entered into by the Company with the Stock Exchanges where the Company's Equity Shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; FIPB; RBI, as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI, if any; and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchanges, Government of India, FIPB, RBI or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the Consent of the Members of the Company be and is hereby accorded to the Board to Offer, Issue and Allot in one or more tranches up to **48,70,606 Equity Shares of Rs. 10/- each** to the persons, as stated in the Explanatory Statement, determined in accordance by the Board in accordance with the valuation report made by M/s. M.M. Reddy & Co., Independent Chartered Accountants which includes the provisions of Chapter VII of the SEBI (ICDR) Regulations Securities & Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations 2009 (including any amendments thereto or re-enactment thereof) and subsequent amendments thereto towards consideration for Acquisition of Not Less Than 51% stake in M/s. Krisani Bio Sciences Private Limited.

RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted is in accordance with the SEBI's Preferential Issue Guidelines with reference to the 'Relevant Date'. However, the issue price shall in no case be less than the price determined as per the Preferential Issue Regulations as provided in Chapter VII of SEBI (ICDR) Regulations, 2009.

The "Relevant Date" for the purpose of pricing of Equity Share is Friday, 31/08/2016 i.e., THIRTY DAYS PRIOR to the date on which the results of Postal Ballot would be declared in terms of Section 110 read with Section 62 of the Companies Act, 2013. (Postal Ballot results to be declared on Friday, 30/09/2016).

RESOLVED THAT the New Equity Shares issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter VII of SEBI ICDR Regulations, 2009.

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RESOLVED FURTHER THAT the allottees will sell their not less than 51% stake in M/s. Krisani Bio Sciences Private Limited to the Company as the consideration to Preferential Issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, if necessary, keeping in view the provisions of various Acts and Guidelines in force from time to time.

RESOLVED FURTHER THAT the Company does apply for Listing of the New Equity Shares on the Stock Exchanges and thereby comply with the applicable regulations.

RESOLVED FURTHER THAT the Company does make an application to the Depositories for admission of the New Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**For and on behalf of the Board of Directors
PC Products India Limited**

Date: 24/08/2016

Place: Hyderabad

**Sd/-
Devender Kumar Rathi
Whole-Time Director (DIN: 06666011)**

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1

The present Authorized Share Capital of the Company is Rs. 6,00,00,000/- divided into 60,00,000 Equity Shares of Rs. 10/- each. The Company is proposing to issue Equity Shares. Considering the same, the Board has approved, subject to the Shareholders approval, an Increase in the Authorized Share Capital to Rs. 13,00,00,000/- divided into 1,30,00,000 Equity Shares of Rs. 10/- each.

Pursuant to provisions of Sections 13 and 61 of the Companies Act, 2013, an Increase in Authorized Share Capital and consequent amendments in the Capital Clause of the Memorandum of Association of the Company requires approval of the Members. Therefore Approval of the Members is sought in terms of the said sections.

Your directors recommend the above Special Resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Resolution set out in Item No. 1 of the Notice.

ITEM NO. 2

Sometime the Company may have liquid funds and for its better utilization in hands of the Company, it may invest in the securities in terms of provisions of Companies Act, 2013.

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase the securities of any other Body Corporate, exceeding 60% of its Paid-Up Share Capital, Free Reserves and Securities Premium Account or 100% of Its Free Reserves and Securities Premium Account, whichever is more.

The approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder, to fall in line with the statutory requirements.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Resolution set out in Item No. 2 of the Notice.

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ITEM NO. 3

The Special Resolution as mentioned under Item No. 3 proposes to authorize the Board of directors to issue and allot up to 48,70,606 Equity Shares on SWAP Basis to the Shareholders of M/s. Krisani Bio Sciences Private Limited.

Information pertaining to the Proposed Preferential Allotment in terms of the Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments there to is stated below:

1. Objects of the issue through Preferential Offer –

To acquire not less than 51% stake in M/s. Krisani Bio Sciences Private Limited by way of Swapping of Shares from the Shareholders of M/s. Krisani Bio Sciences Private Limited.

BRIEF PROFILE OF PC PRODUCTS INDIA LIMITED

M/s. PC Products India Limited was incorporated on 25th January, 1996 under the Companies act, 1956 in the name and style as Jayavant Industries limited as a Public Limited Company and obtained the Certificate of Commencement of Business on 1st February, 1996.

The Company bearing CIN L85110TG1996PLC099198, having Registered Office situated at # 4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad – 500 027 (Telangana) is listed on BSE Limited, Metropolitan Stock Exchange of India Limited and Ahmedabad Stock Exchange Limited. The Company was also listed on Bangalore Stock Exchange, Madras Stock Exchange, being De-recognized by SEBI.

BRIEF PROFILE OF KRISANI BIO SCIENCES PRIVATE LIMITED

M/s. Krisani Bio Sciences Private Limited is an innovative Biopharmaceutical Company located in Hyderabad focusing on design, develop and commercialize innovative therapeutic molecules on pro drug concept model (NMEs) to treat significant life-threatening diseases like Wilson Disease (Liver Cirrhosis), NASH (Fatty Liver), Nephropathic Cystinosis (Gentic disorder), Huntington Disease (Neuro related), Cardiovascular Diseases which can provide multiple benefits to patients, caregivers and consumers.

M/s. Krisani Bio Sciences Private Limited has identified novel product candidates in a number of disease areas including Wilson Disease, Cardiovascular Diseases, Neuropathic Pain, NASH and Neurodegenerative diseases and advanced into pre-clinical trials in a portfolio of five product candidates targeting multiple diseases. The Company is currently working on five therapeutic areas and had filed national and international patents with the USPTO, IPO and World Wide within a short duration. As on date Krisani Bio got sanctioned 3 US patents, 2 Japan Patents, 2 Australian Patents and 1 Singapore Patent in different areas as mentioned above.

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2. List of Allottees -

SR. NO.	NAME OF THE PROPOSED ALLOTTEES	NO. OF EQUITY SHARES HELD IN KRISANI BIO SCIENCES PRIVATE LIMITED	NO. OF EQUITY SHARES PROPOSED TO BE ALLOTTED IN PC PRODUCTS INDIA LIMITED	NAME OF THE ULTIMATE BENEFICIARIES/ OWNERS
1	Kalidindi Krishnam Raju (Promoter)	31,11,000	25,82,130	Kalidindi Krishnam Raju
2	K. Sarada Vijaya Kumari (PAC)	10,43,000	8,65,690	K. Sarada Vijaya Kumari
3	K. Nirusha (PAC)	12,40,000	10,29,200	K. Nirusha
4	P. Parvathi (PAC)	4,74,200	3,93,586	P. Parvathi
		58,68,200	48,70,606	

3. Pricing of the issue and Relevant Date –

The Equity Shares will be issued at such an Issue Price as per the Valuation Report made by M/s. M.M. Reddy & Co., Chartered Accountants, Hyderabad which includes SEBI ICDR Regulations, 2009.

Accordingly Issue Price works out to Rs. 10/- per share. The SWAP Ratio has been arrived at 83:100 i.e., for every 100 Equity Shares of Rs. 10/- each held in M/s. Krisani Bio Sciences Private Limited will get 83 Equity Shares of Rs. 10/- each of M/s. PC Products India Limited. This results in issuance of 48,70,606 Equity Shares of Rs. 10/- each by M/s. PC Products India Limited to the certain Equity Shareholders of M/s. Krisani Bio-science Private Limited.

“Relevant Date” in relation to the issue of equity shares in accordance with the SEBI (ICDR) Regulations, would be **Friday, 31/08/2016**; being the date 30th day prior to the date of declaration of postal ballot result by Chairman of the Company as per Companies Act, 2013.

Valuation Report dated Tuesday, 23/08/2016 as received from the Independent Chartered Accountants is enclosed herewith for your information and the same will be made available for inspection at the Registered Office of the Company during working hours.

4. The intention of the Promoters/Directors/Key Management Personnel to subscribe to the offer:

The Promoters/Directors of the Company have no intention to subscribe in the proposed offer.

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5. Identity of the Proposed Allottees and percentage of Pre and Post Preferential Issue Capital that may be held by them:

A) List of Proposed Allottees **

Sl. No	Name of the Proposed Allottees	Category	Pre – Issue Holding		Equity shares proposed to be allotted	Post – Issue Holding	
			Shares	% of shares		Shares	% of capital
1.	Kalidindi Krishnam Raju (Promoter)	Promoter	--	--	2582130	2582130	25.17
2.	K. Sarada Vijaya Kumari (PAC)	Promoter	--	--	865690	865690	8.44
3.	K. Nirusha (PAC)	Promoter	--	--	1029200	1029200	10.03
4.	P. Parvathi (PAC)	Promoter	--	--	393586	393586	3.84
	Total				4870606	4870606	47.48

**** Pursuant to open offer, they i.e., above said Proposed Allottees will be classified as the Promoters of the Company.**

6. Shareholding Pattern Before and After Preferential Issue of the Capital would be as follows:

Sl. No.	CATEGORY	Pre – Issue Holding		Post – Issue Holding	
		No. of shares	% of shares	No. of shares	% of Shares
A	Promoter Share Holding				
1	Indian Promoters	29,26,800	54.32	48,70,606*	47.48
2	Foreign Promoters	-	-		
	Sub-Total (A)	29,26,800	54.32	48,70,606	47.48
B	Public Share holding				
1	Institutions	-	-	-	-
2	Non-Institutions				
a)	Bodies Corporate	20,002	0.37	20,002	0.19
b)	Individuals	24,41,297	45.31	53,68,097* *	52.33
	NRIs	0	0.00	0	0.00
	Clearing Members	1	0.00	1	0.00
C	Any Others:				
	Sub-Total (B)	24,61,300	45.68	53,88,100	52.33
	Grand Total (A+B)	53,88,100	100.00	1,02,58,706	100.00

* Pursuant to Open Offer

** Includes 29,26,800 Equity Shares held by present Indian Promoters

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7. Consequential changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.

8. Proposed time within which the allotment shall be completed:

The Allotment of Equity Shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, FIBP or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

9. Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchanges, SEBI, FIPB, RBI or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

10. Change in management/ SEBI Takeover code:

The Company will issue 48,70,606 Equity Shares on Preferential Basis to the Proposed Allottees in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, pursuant to which open offer will be triggered under regulations 3 & 4 of SEBI (Substantial Acquisition of Shares and Takeover), Regulations, 2011, subsequently causing change in Management of the Company .

11. Holding of shares in demat form, non disposal of shares by the Proposed Allottees and Lock-In period of shares:

The Entire Shareholding of the Proposed Allottees In the Company, if any, is held by them in dematerialized form. The Entire Pre-Preferential Allotment Shareholding of such allottees shall be under lock-in from the relevant date up to a period of Six Months from the date of Trading Approval from all the stock exchanges where the securities of the Company are listed. The Shareholder who has sold their shares during the six months period prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed shareholders have Permanent Account Number.

12. Lock-in Period:

The Equity Shares allotted to the Proposed Allottees shall be subject to Lock-In for such a period as the case may be from the date of their allotment as per Clause 78 of the SEBI (ICDR) Regulations, 2009.

13. Auditor's Certificate:

Certificate from the Statutory Auditors / Practicing Company Secretary confirming that the Proposed Issue of Equity Shares is in accordance with the SEBI (ICDR) Regulations, 2009 will be made available for inspection up to the date of the Postal Ballot at the Registered Office of the Company on any working day and also at the place of the meeting on the meeting day.

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14. Valuation certificate:

The Valuation of the Shares of the Company is done by the Independent Chartered Accountant having more than 10 years experience – Valuation Report attached

15. Undertakings:

In terms of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes that:

a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continued to be locked in till the time such amount is paid by the allottees.

16. Compliances:

The company has complied with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, including Regulation 38 i.e., maintaining a minimum of 25% of the paid up capital in the hands of public.

17. Approval under the Companies Act, 2013:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the Subscribed Capital of a Company by further issue and allotment of shares, such shares shall be first offered to the Existing Shareholders of the Company in the manner laid down in the said section, unless the Shareholders decide otherwise in General Meeting / Postal Ballot by way of Special Resolution.

Accordingly, the Consent of the Shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Issue and Allot Equity Shares as stated in the resolution, which would result in a Further Issuance of Securities of the Company to the Promoters and others on a Preferential Allotment Basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Resolution set out in Item No. 3 of the Notice.

**For and on behalf of the Board of Directors
PC Products India Limited**

Sd/-

Devender Kumar Rathi

Whole-Time Director (DIN: 06666011)

Date: 24/08/2016

Place: Hyderabad

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NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposed resolution is annexed herewith.
2. **The Postal Ballot Notice is being sent to all the Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 26th August, 2016.**
3. **The Members whose names appear in the Register of Members as on Friday, 26th August, 2016, are entitled to Vote (Physical Postal Ballot or E-Voting) on the resolutions set forth in this Notice.**
4. The Postal Ballot Notice will be sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting, i.e., either by Physical Ballot or Remote E-Voting. In case Members cast their votes through both the modes, voting done by Remote E-Voting shall prevail and votes cast through Physical Postal Ballot Forms will be treated as invalid.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to pcproductsindia@gmail.com. The Registrar and Share Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member. A Member cannot exercise his vote by proxy on Postal Ballot.
8. Voting rights shall be reckoned on the Paid-Up Value of Shares registered in the names of the Members as on Friday, 26th August, 2016.
9. All the material documents referred to in the Explanatory Statement will be available for inspection at the Company's office in Hyderabad during office hours on all working days from the date of dispatch of the Notice till Thursday, 29/09/2016. For Communication, the shareholders may sent request to the Company E-mail Id: pcproductsindia@gmail.com

VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

Members desiring to exercise their vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the **Scrutinizer not later than Close of Working Hours (i.e. 17:30 Hours IST) on Thursday, 29/09/2016**. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after the said time and date, it will be considered that no reply from the Member has been received.

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Email ID: pcproductsindia@gmail.com

Mobile: +91 – 90300 57370

CIN: L85110TG1996PLC099198

VOTING THROUGH ELECTRONIC MEANS (E-VOTING)

Pursuant to the provisions of Section 108, 110 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; as amended from time to time, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice of Postal Ballot. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the E-Voting facility.

E-Voting Period – Wednesday, 31/08/2016 (09:00 hrs) to Thursday, 29/09/2016 (17:00 hrs).

PROCEDURE FOR E-VOTING

A. In case of members receiving e-mail (for members whose e-mail address is registered with the RTA) –

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding Shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding Shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below for the password:

For Members holding Shares in Demat Form and Physical Form:

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0' s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is 3 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding Shares in physical form will then directly reach the Company selection screen. However, members holding Shares in demat form will now reach Password Creation menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding Shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company, i.e., PC Products India Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT" . A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" , else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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(xvii) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy:

Please follow all steps from S. No. (i) to S. No. (xviii) above to cast vote.

**For and on behalf of the Board of Directors
PC Products India Limited**

Sd/-

Devender Kumar Rathi

Whole-Time Director (DIN: 06666011)

Date: 24/08/2016

Place: Hyderabad

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POSTAL BALLOT FORM

1. Name(s) of Shareholder(s)
(Including joint holders, if any) :
(in Block Letters)

2. Registered address of the sole/first
named shareholder :

3. Registered Folio No. / DP ID No. / Client ID No.* :
(* Applicable to investors holding
Shares in dematerialized form)

4. Number of shares held :

5. Class of Shares : Equity Shares

I / We hereby exercise my / our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate boxes below.

Sr No.	Description	No. of Shares	I / We assent to the resolution	I / We dissent to the resolution
1.	INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY			
2.	TO AUTHORIZE BOARD OF DIRECTORS TO MAKE THE INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013			
3.	ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS (SWAP) FOR ACQUISITION OF M/S. KRISANI BIO SCIENCES PRIVATE LIMITED			

Place:

Date:

(Signature of the Shareholder)

Notes –

1. Please read the instructions printed overleaf carefully before exercising your vote.
2. For e-voting, please refer the instructions under “E-Voting Facility” in the Notice attached herewith.

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INSTRUCTIONS –

1. Shareholders desiring to exercise their vote by Postal Ballot should complete this Postal Ballot Form and send it to the Company in attached self-addressed Stamped envelope.
2. However, envelopes containing Postal Ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
3. The self-addressed stamped envelope bears the address to which duly filled in postal ballot form to be sent.
4. This form should be completed and signed by the shareholder only. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
5. The consent must be accorded by recording the assent in the “Assent Column” and dissent in the “Dissent Column” by placing a tick mark (√) in the appropriate columns.
6. Incomplete and unsigned Postal Ballot Forms will be rejected.
7. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed stamped envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
9. The Scrutinizer’s decision on the validity of a Postal Ballot will be final.

CALENDER OF EVENTS

PARTICULARS	DATE
APPOINTMENT OF SCRUTINIZER BY BOARD AND CONSENT TO TAKEN BY SCRUTINIZER	Wednesday, 24/08/2016
CUT OFF DATE FOR LIST OF SHAREHOLDERS FOR DISPATCH	Friday, 26/08/2016
CUT OFF DATE FOR LIST OF SHAREHOLDERS FOR E-VOTING	Friday, 26/08/2016
DATE OF COMPLETION OF DISPATCH OF NOTICE ALONG WITH POSTAL BALLOT	By Tuesday, 30/08/2016
DATE OF PAPER PUBLICATION OF DISPATCH OF NOTICE	Wednesday, 31/08/2016
PHYSICAL & E-VOTING PERIOD	Wednesday, 31/08/2016 (09:00 hrs) To Thursday, 29/09/2016 (17:00 hrs)
LAST DATE FOR RECEIVING PHYSICAL POSTAL BALLOT BY SCRUTINIZER	Thursday, 29/09/2016 (By 17.50 hrs)
SUBMISSION OF REPORT BY SCRUTINIZER	On or Before – Monday, 03/10/2016
DATE OF DECLARATION OF RESULTS	On or Before – Monday, 03/10/2016